



Approved: 26 August 2017

## Terms of Reference for Chair of the System Management Board

### Purpose

This document sets out the Terms of Reference for the Chair of the System Management Board, as approved by the Board on 26 August 2017 (Decision Ref: SMB/RetreatAug2017/DP3).

### **Distribution notice:**

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## Part 1: Terms of Reference

### Appointment

1. The Chair of the System Management Board (the “Board”) shall typically be appointed for a two-year term, and may be eligible for re-appointment. Should the Chair step down before the end of his/her term, the newly-elected Chair would begin a new two-year term.

### Mandate

2. The Chair is appointed by the voting members of the System Management Board (“Board”), in accordance with the Charter of the CGIAR System Organization (“Charter”). She/he acts according to these terms of reference.
3. The Chair’s role is one of facilitation and strategic leadership. The Chair is responsible for enabling the Board to effectively carry out its obligations and responsibilities, and for performing the functions assigned to her/him by the Charter, the Rules of Procedure and the Board.
4. The Chair acts as the key liaison between management of the CGIAR System Organization and the Board, and as the primary representative and spokesperson for the Board, which responsibility may be delegated in special circumstances.
5. The Chair serves as one of the nine voting members of the Council, in her/his personal capacity and not as a representative of any other stakeholder or employer.

### Functions

6. The Chair shall provide the following:
  - a. *Leadership of the System Management Board*
    - i. Lead the Board in the full discharge of its functions, ensuring that major initiatives have proper and timely Board understanding, consideration, oversight and approval;
    - ii. Encourage active and effective contributions by all members of the Board and Active Observers, and maintain a culture within the Board for strategic decision making that is in the best interests of the CGIAR System;
    - iii. Champion adherence to best practice governance standards for the Board and its operations in a manner consistent with the Board’s mandate from the Charter of the CGIAR System Organization;

- iv. Communicate effectively with the Board and its stakeholders between meetings in a manner that facilitates transparency in respect of the Board's operations.

b. *External representation*

- i. Serve as the primary spokesperson of the CGIAR System Management Board, unless the Chair decides to delegate this responsibility for a specific period on a specific issue;
- ii. Serve as a key spokesperson of the CGIAR System to the public on strategic matters;
- iii. Perform high-level outreach to governments, international institutions, advanced research institutes, private sector and civil society to advance the purpose of the CGIAR System, in consultation with the Executive Director and/or Centers on specific subjects/topics;
- iv. Works with the Board on strategic expansion of funding at the system level, including representing the Board at key events;
- v. Maintain on-going communications with and among other key stakeholders of the CGIAR System.

c. *Facilitation of Board meetings*

- i. In consultation with the Executive Director and Board members, set a strategic multi-year rolling Board calendar that ensures that appropriate topics are addressed by the Board in a forward-looking and strategic manner;
- ii. Establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- iii. Propose the agenda for each Board meeting and ensure the co-ordination of information packages and related events for Board meetings in conjunction with the Executive Director and the Board Secretary;
- iv. Preside over Board meetings, managing the Board in a transparent and effective manner, addressing conflicts and ethics questions as they arise;
- v. Ensure that the recommendations of any standing committee or other advisory bodies are discussed with the Board and decisions are taken and implemented;
- vi. Guide the System Management Office to publish a record of the conclusions and decisions reached at each meeting in a timely manner; and
- vii. Summarize all decisions taken by the Board<sup>1</sup>.

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<sup>1</sup> Article 6.c.viii removed as it was verbatim identical to article 6.c.vi.

- d. *Support the Board's standing committees and adhoc working groups*
  - i. Recommend the committee Chair appointments to the Board for approval; and
  - ii. Recommend to the Board the formation and/or continuation of such additional working groups or committees as may be necessary to support the Board's effective operations.
  
- e. *Monitoring Performance*
  - i. Guide the Board in ensuring an appropriate process for conducting an annual performance review for the Executive Director that includes the inputs of System Council members, Center leadership and other stakeholders; and
  - ii. In consultation with the Board Secretary, ensure that regular Board, Chair, Committee and Board member evaluations are undertaken.

#### Effective CGIAR System working relationships

- 7. Provide regular counsel to the Executive Director of the CGIAR System Organization;
  
- 8. In liaison with the Executive Director, collaborate with the Chair of the System Council and the representatives of the Center Boards of Trustee Chairs and Directors General to ensure effective decision-making and communication throughout the CGIAR System.

#### Facilitating access to information

- 9. In collaboration with the Executive Director, ensure information requested by Board members or committees of the Board is provided and meets their needs.
  
- 10. Ensure the Board timely consideration of System Management Office budgetary and workplan matters.

#### Personal conduct, ethics and conflicts of interest

- 11. Recognizing the potential for conflict of interest situations to arise, the Chair shall act in good faith in the interests of the CGIAR System and according to the CGIAR Framework on Declarations of Interest.

12. If the Chair determines that she/he is in a position of conflict of interest with an item before the Board, the Chair will recuse herself/himself from chairing or engaging in other expected activities of a meeting chair in regard to that item. In such a case, the Board will appoint an alternate person to serve as temporary Vice Chair who will act in her/his stead, unless the Board agrees to take an alternative approach.

### Indemnification

13. The System Organization agrees to: (a) indemnify and hold harmless the Chair from any and all claims, demands, losses, causes of action, damage, lawsuits, judgments, including attorneys' fees and costs, arising out of or relating to the work of the Chair of the Board, other than acts or omissions that are deliberately dishonest or fraudulent, and (b) procure reasonably adequate insurance to cover any such liability.

## Part 2: Key Terms of Engagement

14. The nature of the role makes it impossible to be specific about the time commitment. However, in the normal course of her/his duties, and when taken as a whole, the Chair may expect to contribute between [40 to 60] calendar days' equivalent service, with additional effort potentially required in any year where there is a major fundraising event.
15. For her/his services to the Board, an independent Board member or a member that is a Center Board of Trustee member is entitled to receive a gross annual honorarium of [USD\$XX,000]<sup>2</sup> during her/his term as Board Chair. Such honorarium covers all duties in respect of the role of Chair, including attendance at System Council meetings, attending meetings of the Board's committees in an ex-officio capacity, together with all other representational events.
16. Travel costs related to the Chair's discharge of her/his role and responsibilities for the Board will be met by the CGIAR System Organization in accordance with the organization's travel policy.
17. The System Management Office will seek to facilitate the work of the Chair through the provision of administrative support for Board-related work.

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<sup>2</sup> The amount will be determined by a decision of the Board.